

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF Dkt. Nos. 1147 [17-4780], 6042, 6043, 6044, 6045, 6047, 10829, 13891, 14454, 14456, 15151, and 15160

Hearing date: April 28, 2021 at 9:30 a.m.
(AST)

**FEE EXAMINER'S SUPPLEMENTAL REPORT ON UNCONTESTED
PROFESSIONAL FEE
MATTERS FOR CONSIDERATION IN CONNECTION WITH THE
APRIL 28, 2021 OMNIBUS HEARING**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

TO: HON. LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE

SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**;

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Interim Compensation Order**”), that the Fee Examiner and the applicants listed on **Exhibit B** and **Exhibit C** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the June 16, 2021 omnibus hearing or another date convenient for the Court.

INTERIM FEE APPLICATIONS

On March 4, 2021, the Fee Examiner submitted the *Fee Examiner’s Revised Report on Uncontested Professional Fee Application Matters for Consideration in Connection with the March 10, 2021 Omnibus Hearing* [Dkt. No. 15932]. On March 8, 2021, the Court entered the *Omnibus Order Awarding: I. Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Tenth Interim (June 1, 2020-September 30, 2020) and Prior Compensation Periods; II. Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [Dkt. No. 15971]. This Report addresses professional fees and expenses timely submitted for the Tenth Interim (June 1–September 30, 2020) and prior compensation periods resolved subsequent to the Fee Examiner’s March 4, 2021 report. **Exhibit A** lists 11 interim fee applications recommended for the Court’s approval, with adjustment. **Exhibit B** identifies those pending interim applications recommended for deferral. **Exhibit C** identifies a single remaining final fee application recommended for deferral.

Applicants began submitting applications for the Eleventh Interim Compensation Period (October 1, 2020-January 31, 2021) on or around March 15, 2021. Consistent with the established reporting cycle, the Fee Examiner will submit recommendations with respect to timely filed Eleventh Interim (and prior) Compensation Period applications in connection with the August 4, 2021 omnibus hearing.

RELIEF REQUESTED

For the reasons stated in this report and, once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibit A**, and permit the deferral of the applications listed on **Exhibits B** and **C** to the omnibus hearing scheduled for June 16, 2021 or a later date. Attached to this report as **Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

Dated: April 21, 2021.

WE HEREBY CERTIFY that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

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Counsel for the Fee Examiner

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In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Tenth Fee Period Applications Recommended:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval		Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)									
	<i>Counsel to AAFAF - Commonwealth</i>								
1-a	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26	\$ 260,285.33	\$ 136,119.82	\$ 539.50	\$ 4,142,362.93	FN1	\$ 135,580.32
	<i>Counsel to AAFAF - COFINA</i>								
1-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36	\$ -	\$ 16,394.02	\$ -	\$ 1,412,850.36		\$ 16,394.02
	<i>Counsel for AAFAF - ERS</i>								
1-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21	\$ -	\$ 10,558.23	\$ -	\$ 188,464.21		\$ 10,558.23
	<i>Counsel to AAFAF - HTA</i>								
1-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60	\$ -	\$ 6,214.30	\$ -	\$ 180,162.60		\$ 6,214.30
	<i>Counsel to AAFAF - PREPA</i>								
1-e	O'Melveny & Myers [Dkt. No. 6042 and 17-4780 Dkt. No. 1147]	10/1/2018 - 1/31/2019	\$ 4,076,587.31	\$ -	\$ 57,507.47	\$ -	\$ 4,076,587.31		\$ 57,507.47
Seventh Interim Fee Period (June 1 - September 30, 2019)									
	<i>Financial Advisor to FOMB</i>								
2	Ernst & Young LLP [Dkt. No. 10829]	6/1 - 9/30/2019	\$ 5,034,312.80	\$ 46,463.03	\$ 116,907.08	\$ 47,132.92	\$ 4,987,849.77		\$ 69,774.16
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)									
	<i>Servicing Agent for PROMESA</i>								
3	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 14454]	12/1/2018 - 12/31/2019	\$ 78,640.00	\$ 4,393.50	\$ 96,562.23	\$ -	\$ 74,246.50		\$ 96,562.23
	<i>Puerto Rico Counsel to FOMB</i>								
4	O'Neill & Borges LLC [Dkt. No. 13891]	10/1/2019 - 1/31/2020	\$ 341,410.50	\$ 732.00	\$ 8,989.93	\$ 114.35	\$ 340,678.50		\$ 8,875.58
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)									
	<i>Servicing Agent for PROMESA</i>								
5	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 14456]	1/1 - 8/31/2020	\$ 31,647.50	\$ -	\$ 61,805.64	\$ -	\$ 31,647.50		\$ 61,805.64
	<i>Counsel to the Official Committee of Unsecured Creditors</i>								
6	Paul Hastings [Dkt. No. 15160]	6/1 - 9/30/2020	\$ 2,465,639.50	\$ 195,361.90	\$ 150,285.59	\$ 170.77	\$ 2,270,277.60	FN2	\$ 150,114.82
	<i>Members of the Official Committee of Retired Employees</i>								
7	Retired Employees Committee Members [Dkt. No. 15151]	10/1/2019 - 9/30/2020	\$ -	\$ -	\$ 882.99	\$ -	\$ -		\$ 882.99

FN1 - The \$260,285.33 is exclusive of the \$51,209.48 in rate increase reductions that PREPA and OMM agreed to separately.

FN2 - The Fee Examiner recommends that, for the tenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$162,080.45, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$2,131,187.57 (i.e., \$2,465,639.50 minus (a) the aforementioned credit of \$162,080.45 and (b) a credit of \$172,371.48 for fee reductions pursuant to the orders approving Paul Hastings' Seventh and Eighth Interim Fee Applications).

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PROMESA Title III No. 17 BK 3283-LTS

Fourth - Tenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Fourth Interim Fee Period (June 1 - September 30, 2018)								
1	<i>Debtors' Consultant</i> Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)								
2-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
2-b	<i>Financial Advisors to PREPA</i> Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
3	<i>Puerto Rico Counsel for PREPA</i> Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
4	<i>Investment Banker and Financial Advisor to FOMB</i> Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00		\$ 41,623.98			
5	<i>Debtors' Consultant</i> Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
Sixth Interim Fee Period (February 1 - May 31, 2019)								
6-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
6-b	<i>Financial Advisors to PREPA</i> Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
7	<i>Debtors' Advisor</i> Deloitte Financial Advisory Services LLP [Dkt. No. 14573]	2/1 - 5/31/2019	\$ 5,891,411.40		\$ 313,178.46			
8	<i>Investment Banker and Financial Advisor to FOMB</i> Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00		\$ 26,187.61			
9	<i>Special Counsel to FOMB - PREPA</i> Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
10-a	<i>Counsel to AAFAF - Commonwealth</i> O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
10-b	<i>Counsel to AAFAF - HTA</i> O'Melveny & Myers [17-3567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
10-c	<i>Counsel for AAFAF - ERS</i> O'Melveny & Myers [17-3566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
10-d	<i>Counsel to AAFAF - PREPA</i> O'Melveny & Myers [17-4780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
11	<i>Investment Banker and Financial Advisor to FOMB</i> PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
Seventh Interim Fee Period (June 1 - September 30, 2019)								
12-a	<i>Financial Advisors to Commonwealth</i> Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			

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	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Financial Advisors to PREPA</i>							
12-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
13-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00		\$ 205,804.25			
	<i>Claims Counsel to FOMB - HTA</i>							
13-b	Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00		\$ -			
	<i>Claims Counsel to FOMB - ERS</i>							
13-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
13-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00		\$ 9,138.57			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
14	Citigroup Global Markets Inc. [Dkt. No. 16155]	6/1 - 9/30/2019	\$ 4,705,000.00		\$ 813,391.60			
	<i>Debtors' Advisor</i>							
15	Deloitte Financial Advisory Services LLP [Dkt. No. 15099]	6/1 - 9/30/2019	\$ 1,988,099.60		\$ 126,001.20			
	<i>Puerto Rico Counsel to AAFAF</i>							
16	Marini Pietrantonio Muniz LLC [Dkt. No. 9245]	6/1 - 9/30/2019	\$ 211,088.64		\$ 2,648.66			
	<i>Special Counsel to FOMB - PREPA</i>							
17	Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
18-a	O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
	<i>Counsel to AAFAF - HTA</i>							
18-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
	<i>Counsel to AAFAF - ERS</i>							
18-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
	<i>Counsel to AAFAF - PREPA</i>							
18-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
19	PJT Partners LP [Dkt. No. 9215]	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
	<i>Counsel to Debtors - Commonwealth</i>							
20-a	Proskauer Rose LLP [Dkt. No. 9624]	6/1 - 9/30/2019	\$ 11,293,301.10		\$ 292,282.61			
	<i>Counsel to Debtors - ERS</i>							
20-b	Proskauer Rose LLP [Dkt. No. 9630 and 17-3566 Dkt. No. 747]	6/1 - 9/30/2019	\$ 1,811,241.00		\$ 139,973.00			
	<i>Counsel to Debtors - HTA</i>							
20-c	Proskauer Rose LLP [Dkt. No. 9628 and 17-3567 Dkt. No. 664]	6/1 - 9/30/2019	\$ 491,537.70		\$ 13,238.66			
	<i>Counsel to Debtors - PREPA</i>							
20-d	Proskauer Rose LLP [Dkt. No. 9626 and 17-04780 Dkt. No. 1838]	6/1 - 9/30/2019	\$ 5,893,697.40		\$ 151,543.10			

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Fourth - Tenth Fee Period Applications Deferred:

Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)							
<i>Financial Advisors to Commonwealth</i>							
21-a Ankura Consulting Group, LLC [Dkt. No. 14031]	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
<i>Financial Advisors to PREPA</i>							
21-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
<i>Claims Counsel to FOMB - Commonwealth</i>							
22-a Brown Rudnick LLP [Dkt. No. 12847]	10/1/2019 - 1/31/2020	\$ 643,562.50		\$ 40,133.81			
<i>Claims Counsel to FOMB - ERS</i>							
22-b Brown Rudnick LLP [17-3566 Dkt. No. 864]	10/1/2019 - 1/31/2020	\$ 178,082.50		\$ 598.20			
<i>Claims Counsel to FOMB - HTA</i>							
22-c Brown Rudnick LLP [17-3567 Dkt. No. 766]	10/1/2019 - 1/31/2020	\$ 2,885.00		\$ -			
<i>Claims Counsel to FOMB - PREPA</i>							
22-d Brown Rudnick LLP [17-4780 Dkt. No. 1965]	10/1/2019 - 1/31/2020	\$ 261,844.00		\$ 2,889.11			
<i>Investment Banker and Financial Advisor to FOMB</i>							
23 Citigroup Global Markets Inc. [Dkt. No. 16156]	10/1/2019 - 1/31/2020	\$ 4,840,000.00		\$ 1,206.00			
<i>Debtors' Advisor</i>							
24 Deloitte Financial Advisory Services LLP [Dkt. No. 15549]	10/1/2019 - 11/30/2019	\$ 461,748.90		\$ 18,790.40			
<i>Financial Advisor to FOMB</i>							
25 Ernst & Young LLP [Dkt. No. 15066]	10/1/2019 - 1/31/2020	\$ 5,333,685.84		\$ 255,437.27			
<i>Puerto Rico Counsel to AAFAF</i>							
26 Marini Pietrantoni Muniz LLC [Dkt. No. 12262]	10/1/2019 - 1/31/2020	\$ 247,098.80		\$ 668.80			
<i>Special Counsel to FOMB - PREPA</i>							
27 Nixon Peabody LLP [Dkt. No. 13600]	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
<i>Counsel to AAFAF - Commonwealth</i>							
28-a O'Melveny & Myers [Dkt. No. 12907]	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
<i>Counsel to AAFAF - HTA</i>							
28-b O'Melveny & Myers [17-3567 Dkt. No. 770]	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			
<i>Counsel to AAFAF - ERS</i>							
28-c O'Melveny & Myers [17-3566 Dkt. No. 873]	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14			
<i>Counsel to AAFAF - PREPA</i>							
28-d O'Melveny & Myers [17-04780 Dkt. No. 1970]	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53			
<i>Investment Banker and Financial Advisor to FOMB</i>							
29 PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
<i>Counsel to Debtors - Commonwealth</i>							
30-a Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70		\$ 488,281.95			
<i>Counsel to Debtors - ERS</i>							
30-b Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90		\$ 72,528.81			

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Fourth - Tenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to Debtors - HTA</i>							
30-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10		\$ 82,253.31			
	<i>Counsel to Debtors - PBA</i>							
30-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80		\$ 105.80			
	<i>Counsel to Debtors - PREPA</i>							
30-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30		\$ 316,994.84			
Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)								
	<i>Financial Advisors to Commonwealth</i>							
31-a	Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
	<i>Financial Advisors to PREPA</i>							
31-b	Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343]	2/1 - 5/31/2020	\$ 2,151,665.50		\$ 50,582.41			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
32-a	Brown Rudnick LLP [Dkt. No. 15765]	2/1 - 5/31/2020	\$ 514,656.00		\$ 2,767.12			
	<i>Claims Counsel to FOMB - ERS</i>							
32-b	Brown Rudnick LLP [17-3566 Dkt. No. 1070]	2/1 - 5/31/2020	\$ 373,027.50		\$ 7,554.43			
	<i>Claims Counsel to FOMB - HTA</i>							
32-c	Brown Rudnick LLP [17-3567 Dkt. No. 965]	2/1 - 5/31/2020	\$ 1,471.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
32-d	Brown Rudnick LLP [17-4780 Dkt. No. 2373]	2/1 - 5/31/2020	\$ 28,170.00		\$ -			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
33	Citigroup Global Markets Inc. [Dkt. No. 16157]	2/1 - 5/31/2020	\$ 4,840,000.00		\$ 9,354.30			
	<i>Financial Advisor to FOMB</i>							
34	Ernst & Young LLP [Dkt. No. 15096]	2/1 - 5/31/2020	\$ 7,526,389.70		\$ 121,739.82			
	<i>Puerto Rico Counsel to AAFAF</i>							
35	Marini Pietrantonio Muniz LLC [Dkt. No. 13685]	2/1 - 5/31/2020	\$ 321,504.60		\$ 2,143.45			
	<i>Special Counsel to FOMB - PREPA</i>							
36	Nixon Peabody LLP [Dkt. No. 15553]	2/1 - 5/31/2020	\$ 145,126.50		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
37-a	O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79			
	<i>Counsel to AAFAF - ERS</i>							
37-b	O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03			
	<i>Counsel to AAFAF - HTA</i>							
37-c	O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61			
	<i>Counsel to AAFAF - PREPA</i>							
37-d	O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
38	PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
	<i>Counsel to Debtors - Commonwealth</i>							
39-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60		\$ 812,642.95			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Tenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Counsel to Debtors - ERS</i>							
39-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20		\$ 49,926.81			
	<i>Counsel to Debtors - HTA</i>							
39-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80		\$ 27,280.77			
	<i>Counsel to Debtors - PBA</i>							
39-d	Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80		\$ 443.90			
	<i>Counsel to Debtors - PREPA</i>							
39-e	Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10		\$ 255,819.76			
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)								
	<i>Financial Advisors to PREPA</i>							
40	Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]	6/1 - 9/30/2020	\$ 2,119,759.50		\$ -			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
41-a	Brown Rudnick LLP [Dkt. No. 16282]	6/1 - 9/30/2020	\$ 400,158.00		\$ 2,923.99			
	<i>Claims Counsel to FOMB - ERS</i>							
41-b	Brown Rudnick LLP [17-3566 Dkt. No. 1117]	6/1 - 9/30/2020	\$ 194,704.00		\$ 195,408.96			
	<i>Claims Counsel to FOMB - HTA</i>							
41-c	Brown Rudnick LLP [17-3567 Dkt. No. 999]	6/1 - 9/30/2021	\$ 162.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
41-d	Brown Rudnick LLP [17-4780 Dkt. No. 2425]	6/1 - 9/30/2020	\$ 54,363.00		\$ 71.33			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
42	Citigroup Global Markets Inc. [Dkt. No. 16158]	6/1 - 9/30/2020	\$ 4,840,000.00		\$ 7,115.40			
	<i>Financial Advisor to FOMB</i>							
43	Ernst & Young LLP [Dkt. No. 15098]	6/1 - 9/30/2020	\$ 6,119,618.90		\$ -			
	<i>Puerto Rico Counsel to the AAFAF</i>							
44	Marini Pietrantoni Muniz LLC [Dkt. No. 15156]	6/1 - 9/30/2020	\$ 307,894.50		\$ 3,707.80			
	<i>Special Counsel to FOMB - PREPA</i>							
45	Nixon Peabody LLP [Dkt. No. 15554]	6-1 - 9/30/2021	\$ 350,033.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
46-a	O'Melveny & Myers LLP [Dkt. No. 15477]	6/1 - 9/30/2020	\$ 3,523,753.04		\$ 210,123.92			
	<i>Counsel to AAFAF - ERS</i>							
46-b	O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]	6/1 - 9/30/2020	\$ 1,426,389.95		\$ 74,371.80			
	<i>Counsel to AAFAF - HTA</i>							
46-c	O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]	6/1 - 9/30/2020	\$ 88,672.00		\$ 2,182.88			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Tenth Fee Period Applications Deferred:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
47	<i>Investment Banker and Financial Advisor to FOMB</i> PJT Partners LP [Dkt. No. 15577]	6/1 - 9/30/2020	\$ 5,000,000.00		\$ 2,426.81			
48-a	<i>Counsel to Debtors - Commonwealth</i> Proskauer Rose LLP [Dkt. No. 16143]	6/1 - 9/30/2020	\$ 16,208,614.29		\$ 556,621.24			
48-b	<i>Counsel to Debtors - ERS</i> Proskauer Rose LLP [Dkt. No. 16144 and 17-3566 Dkt. No. 1112]	6/1 - 9/30/2020	\$ 3,539,353.29		\$ 93,500.38			
48-c	<i>Counsel to Debtors - HTA</i> Proskauer Rose LLP [Dkt. No. 16146 and 17-3567 Dkt. No. 996]	6/1 - 9/30/2020	\$ 428,067.09		\$ 37,317.45			
48-d	<i>Counsel to Debtors - PBA</i> Proskauer Rose LLP [Dkt. No. 16150 and 19-5523 Dkt. No. 110]	6/1 - 9/30/2020	\$ 30,406.20		\$ -			
48-e	<i>Counsel to Debtors - PREPA</i> Proskauer Rose LLP [Dkt. No. 16148 and 17-4780 Dkt. No. 2410]	6/1 - 9/30/2020	\$ 4,332,210.96		\$ 144,038.33			

FINAL Fee Application Deferred:

Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
<i>Counsel to AAFAF - COFINA</i>							
O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

ATTACHMENT 1

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re)	PROMESA
)	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,)	No. 17 BK 3283-LTS
As a representative of)	(Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i>,)	Re: ECF Dkt. Nos. 1147 [17-4780], 6042, 6043, 6044, 6045, 6047, 10829, 13891, 14454, 14456, 15151, and 15160
Debtors.¹)	Hearing Date: April 28, 2021 at 9:30 a.m. (AST)
)	

**SUPPLEMENTAL OMNIBUS ORDER AWARDING:
INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE TENTH INTERIM
(JUNE 1, 2020-SEPTEMBER 30, 2020) AND PRIOR COMPENSATION PERIODS**

This matter coming before the Court on the interim and final fee applications (together Docket Entry Nos. 1147 [17-4780], 6042, 6043, 6044, 6045, 6047, 10829, 13891, 14454, 14456, 15151, and 15160, the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. ____]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final application listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284], 658, 717, 724, 747, 862, 864, 873, 967, 988, 1070, 1048, 1112, 1117 [Case No. 17-3566], 615, 654, 657, 664, 764, 766, 770, 920, 925, 952, 965, 996, 999 [Case No. 17-3567], 1133, 1137, 1489, 1604, 1786, 1778, 1788, 1838, 1963, 1965, 1970, 1977, 2175, 2208, 2343, 2373, 2377, 2410, 2425 [Case No. 17-4780], 70, 96, 110 [Case No. 19-5523], 5810, 8014, 8180, 8454, 9215, 9245, 9274, 9275, 9316, 9332, 9354, 9538, 9539, 9624, 9626, 9628, 9630, 12180, 12262, 12401, 12827, 12829, 12831, 12833, 12835, 12847, 12907, 13600, 13685, 13725, 14031, 14041, 14179, 14348, 14350, 14352, 14354, 14356, 14522, 14523, 14573, 14924, 15066, 15096, 15098, 15099, 15156, 15472, 15477, 15481, 15482, 15549, 15553, 15554, 15577, 15765, 16143, 16144, 16146, 16148, 16150, 16155, 16156, 16157, 16158, 16282] remain adjourned for consideration at a later hearing date.

6. This Order resolves Docket Entry Nos. 1147 [17-4780], 6042, 6043, 6044, 6045, 6047, 10829, 13891, 14454, 14456, 15151, and 15160.

SO ORDERED.

Dated: April ____, 2021

LAURA TAYLOR SWAIN
United States District Judge

25202303.1

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of
The Commonwealth of Puerto Rico, et al.
PROMESA Title III No. 17 BK 3283-LTS

Fifth - Tenth Fee Period Applications Recommended:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval		Interim Expenses Recommended for Approval
Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)									
	<i>Counsel to AAFAF - Commonwealth</i>								
1-a	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26	\$ 260,285.33	\$ 136,119.82	\$ 539.50	\$ 4,142,362.93	FN1	\$ 135,580.32
	<i>Counsel to AAFAF - COFINA</i>								
1-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36	\$ -	\$ 16,394.02	\$ -	\$ 1,412,850.36		\$ 16,394.02
	<i>Counsel for AAFAF - ERS</i>								
1-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21	\$ -	\$ 10,558.23	\$ -	\$ 188,464.21		\$ 10,558.23
	<i>Counsel to AAFAF - HTA</i>								
1-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60	\$ -	\$ 6,214.30	\$ -	\$ 180,162.60		\$ 6,214.30
	<i>Counsel to AAFAF - PREPA</i>								
1-e	O'Melveny & Myers [Dkt. No. 6042 and 17-4780 Dkt. No. 1147]	10/1/2018 - 1/31/2019	\$ 4,076,587.31	\$ -	\$ 57,507.47	\$ -	\$ 4,076,587.31		\$ 57,507.47
Seventh Interim Fee Period (June 1 - September 30, 2019)									
	<i>Financial Advisor to FOMB</i>								
2	Ernst & Young LLP [Dkt. No. 10829]	6/1 - 9/30/2019	\$ 5,034,312.80	\$ 46,463.03	\$ 116,907.08	\$ 47,132.92	\$ 4,987,849.77		\$ 69,774.16
Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)									
	<i>Servicing Agent for PROMESA</i>								
3	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 14454]	12/1/2018 - 12/31/2019	\$ 78,640.00	\$ 4,393.50	\$ 96,562.23	\$ -	\$ 74,246.50		\$ 96,562.23
	<i>Puerto Rico Counsel to FOMB</i>								
4	O'Neill & Borges LLC [Dkt. No. 13891]	10/1/2019 - 1/31/2020	\$ 341,410.50	\$ 732.00	\$ 8,989.93	\$ 114.35	\$ 340,678.50		\$ 8,875.58
Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)									
	<i>Servicing Agent for PROMESA</i>								
5	Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 14456]	1/1 - 8/31/2020	\$ 31,647.50	\$ -	\$ 61,805.64	\$ -	\$ 31,647.50		\$ 61,805.64
	<i>Counsel to the Official Committee of Unsecured Creditors</i>								
6	Paul Hastings [Dkt. No. 15160]	6/1 - 9/30/2020	\$ 2,465,639.50	\$ 195,361.90	\$ 150,285.59	\$ 170.77	\$ 2,270,277.60	FN2	\$ 150,114.82
	<i>Members of the Official Committee of Retired Employees</i>								
7	Retired Employees Committee Members [Dkt. No. 15151]	10/1/2019 - 9/30/2020	\$ -	\$ -	\$ 882.99	\$ -	\$ -		\$ 882.99

FN1 - The \$260,285.33 is exclusive of the \$51,209.48 in rate increase reductions that PREPA and OMM agreed to separately.

FN2 - The Fee Examiner recommends that, for the tenth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$162,080.45, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$2,131,187.57 (i.e., \$2,465,639.50 minus (a) the aforementioned credit of \$162,080.45 and (b) a credit of \$172,371.48 for fee reductions pursuant to the orders approving Paul Hastings' Seventh and Eighth Interim Fee Applications).